

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
Liberty Communications of Puerto Rico LLC	)	
<i>Transferor</i>	)	
	)	WC Docket No. 20-_____
WorldNet Telecommunications Inc.	)	
<i>Transferee</i>	)	
	)	
For Authority Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended, to	)	
Transfer Control of Certain Assets	)	
Of Liberty Communications of Puerto Rico LLC	)	
To WorldNet Telecommunications Inc.	)	

**DOMESTIC SECTION 214 AUTHORIZATION JOINT APPLICATION**

Pursuant to 47 U.S.C §214 and 47 C.F.R. §§63.03, 63.04, Liberty Communications of Puerto Rico LLC (“LCPR”) and WorldNet Telecommunications Inc. (“WorldNet”) (collectively, the “Applicants”) apply for Commission consent to transfer control of certain fiber optic network assets (“Network Assets”) and retail business customer service agreements (“Service Agreements”) (together, “Assets”) from LCPR to WorldNet. Specifically, LCPR and WorldNet file this Application in connection with a Purchase Agreement dated as of October 3, 2020, whereby WorldNet will acquire ownership and control of the Assets (“Transaction”) from LCPR. As set forth below, the Transaction will serve the public interest by bolstering the competitive landscape in the Commonwealth of Puerto Rico (“Puerto Rico”) and implementing an asset divestiture required by the U.S. Department of Justice (“USDOJ”) in connection with another transaction, as explained *infra* at 3. Finally, the Applicants respectfully submit that this

Application qualifies for and request streamlined processing pursuant to Section 63.03 of the Commission's Rules.

## **I. Description of the Applicants**

### **A. LCPR**

LCPR, a Puerto Rico limited liability company, is a cable operator in Puerto Rico and currently provides: (1) broadband Internet service to approximately 340,000 customers; (2) video services to approximately 220,000 customers; and (3) fixed-line telephony service to approximately 205,000 customers. LCPR is an indirect, wholly-owned subsidiary of Liberty Latin America Ltd. ("LLA"). LLA, a Bermuda company limited by shares, provides communications and entertainment services in Chile, Puerto Rico, the Caribbean and other parts of Latin America, including video, broadband Internet, telephony and mobile services. LLA's shares are publicly-traded on the NASDAQ Stock Exchange, and it maintains executive offices in Denver, Colorado, and certain network operations and facilities in Miami, Florida, and in Puerto Rico.

### **B. WorldNet**

WorldNet, a Puerto Rico corporation, provides competitive local and long-distance voice service, broadband transmission, and high-speed Internet service to retail business customers and residential customers in Puerto Rico.

## **II. Description of the Transaction**

LCPR, Columbus Networks of Puerto Rico LLC ("CNPR"), and WorldNet have entered into a Purchase Agreement ("Agreement"), dated as of October 3, 2020. CNPR, a wholly-owned subsidiary of LCPR created specifically for the Transaction, is a Puerto Rico limited liability company to which LCPR has contributed the Network Assets and Service Agreements pursuant to which LCPR provides fiber optic wireline Internet, interconnected VoIP, bandwidth and other

network services, private data and data center services to retail business customers in Puerto Rico. Pursuant to the Agreement, WorldNet will purchase all of LCPR's membership interest in CNPR. Following consummation of the Transaction, WorldNet will provide services pursuant to the Service Agreements. The Transaction will not result in the transfer or assignment of any licenses or authorizations.

### **III. Public Interest Statement**

Applicants respectfully submit that the Transaction will serve the public interest. LCPR and WorldNet entered into the Agreement in connection with the USDOJ's review of a proposed transaction in which Liberty Communications PR Holding LP (fka Leo Cable LP), another indirect wholly-owned subsidiary of LLA, will acquire AT&T Inc.'s ("AT&T") wireless and wireline operations in Puerto Rico and the U.S. Virgin Islands ("LLA-AT&T Transaction"). Specifically, on October 23, 2020, the USDOJ filed an Asset Preservation Stipulation and Order and a Proposed Final Judgment with the U.S. District Court for the District of Columbia that requires LCPR to conclude the Transaction after FCC approval of the LLA-AT&T Transaction. The FCC has concluded that the LLA-AT&T Transaction "serves the public interest, convenience and necessity and meets the requirements" of the Communications Act, and granted the associated transfer of control applications. *See Applications of Liberty Latin America Ltd. and AT&T Inc., For Consent to Transfer of Control of the Licenses, Authorizations and Spectrum Lease Held by AT&T Mobility Puerto Rico Inc. and AT&T Mobility USVI Inc. to Liberty Latin America Ltd.*, Memorandum Opinion and Order and Declaratory Ruling, WT Docket No. 19-384, DA 20-1270 (rel. Oct. 27, 2020), at ¶4. The transfer of the Assets from LCPR to WorldNet pursuant to the Transaction will implement the divestiture of fiber optic network assets and customers required by USDOJ to



preserve and enhance competition in the provision of voice and data services to retail business customers in Puerto Rico. *Id.* at ¶8.

#### **IV. Information Required by Section 63.04(a)**

The Applicants provide below the information required by Section 63.04(a) of the Commission's Rules:

##### **Name, address and telephone number of each applicant**

###### LCPR

Liberty Communications of  
Puerto Rico LLC  
279 Ponce De Leon Avenue  
San Juan, Puerto Rico 00918  
(787) 657-3050

###### WorldNet

WorldNet Telecommunications Inc.  
Centro Internacional de Mercadeo  
90 Carreterra 165 Suite 201  
Guaynabo, Puerto Rico 00968  
(787) 706-2600

##### **Place of Organization**

LCPR is a limited liability company organized under the laws of Puerto Rico.

WorldNet is a corporation organized under the law of Puerto Rico.

##### **Name, address, telephone number of applicant and contact**

###### LCPR

Naji Khoury Rizk  
President  
Liberty Communications of  
Puerto Rico LLC  
279 Ponce De Leon Avenue  
San Juan, Puerto Rico 00918  
(787) 657-3050

###### With copies for LCPR to:

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###### WorldNet

Maria Virella  
President  
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(787) 706-2603

###### With copies for WorldNet to:

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**Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10 percent of the equity of the applicant**

LCPR

Upon completion of the LLA-AT&T Transaction discussed above, the following entities and individual will hold a 10 percent or greater equity interest in LCPR:

Name: Liberty Communications PR Holding LP  
Mailing Address: 1550 Wewatta Street, Suite 710  
Denver, CO 80202  
Citizenship: Delaware  
Percentage Held: 100 percent direct interest in LCPR

The following entity holds a 100 percent voting (general partner interest) in Liberty Communications PR Holding LP:

Name: Leo Cable LLC  
Mailing Address: 1550 Wewatta Street, Suite 710  
Denver, CO 80202  
Citizenship: Delaware  
Percentage Held: 100 percent indirect interest in LCPR

The following entity holds a 66.39 percent limited partnership/economic interest in Liberty Communications PR Holding LP and a 66.39 percent voting/equity interest in Leo Cable LLC:

Name: LiLAC Ventures Ltd.  
Address: 2 Church Street, Hamilton, Bermuda HM 11  
Citizenship: Cayman Islands  
Percentage Held: 66.39 percent indirect interest in LCPR

The following entity holds a 33.61 percent limited partnership/economic interest in Liberty Communications PR Holding LP and a 33.61 percent voting/equity interest in Leo Cable LLC:

Name: LiLAC Communications Inc.  
Mailing Address: 1550 Wewatta Street, Suite 710  
Denver, CO 80202  
Citizenship: Delaware  
Percentage Held: 33.61 percent indirect interest in LCPR

The following entity will hold a direct 100 percent equity/voting interest in LiLAC Communications, Inc.:

Name: LGI International Holdings, LLC  
Mailing Address: 1550 Wewatta Street, Suite 710  
Denver, CO 80202  
Citizenship: Delaware  
Percentage Held: 100 percent indirect interest in LCPR

The following entity will hold a direct 100 percent equity/voting interest in LGI International Holdings, LLC:

Name: LiLAC Services Ltd.<sup>1</sup>  
Mailing Address: 2 Church Street, Hamilton, Bermuda HM 11  
Citizenship: Bermuda  
Percentage Held: 100 percent indirect interest in LCPR

The following entity will hold a direct 100 percent equity/voting interest in LiLAC Services Ltd.:

Name: Liberty Latin America Ltd.  
Mailing Address: 2 Church Street, Hamilton, Bermuda HM 11 (principal executive offices);  
1550 Wewatta Street, Suite 710, Denver, CO 80202 (U.S. executive offices)  
Citizenship: Bermuda  
Percentage Held: 100 percent indirect interest in LCPR

The following individual will hold a direct 10 percent or greater interest in Liberty Latin America Ltd.:

Name: John C. Malone  
Mailing Address: c/o 1550 Wewatta Street, Suite 710, Denver, CO 80202  
Citizenship: United States  
Percentage Held: 25.40 percent indirect voting and 5.40 percent indirect equity interest in LCPR

WorldNet

The following individuals own at least 10 percent of WorldNet's equity:

Name: David Bogaty  
Mailing Address: c/o Centro Internacional de Mercadeo, 90 Carreterra 165, Suite 201,  
Guaynabo, PR 00968  
Citizenship: United States

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<sup>1</sup> LiLAC Services Ltd also will hold a direct 100 percent equity/voting interest in LiLAC Ventures Ltd.

Percentage Held: 50 percent  
Name: Vangie Bogaty  
Mailing Address: c/o Centro Internacional de Mercadeo, 90 Carreterra 165, Suite 201,  
Guaynabo, PR 00968  
Citizenship: United States  
Percentage Held: 50 percent

### **Certification Pursuant to Rule Sections 1.2001-1.2003**

Applicants hereby certify pursuant to 47 C.F.R. §§1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853.

### **Description of the Transaction**

Set forth in Section II above.

### **Description of the Geographic Service Area and Services in Each Area**

#### LCPR

LCPR currently provides broadband Internet, video and fixed-line telephony services in Puerto Rico. Following completion of the LLA-AT&T Transaction discussed above, affiliates of LCPR will provide wireless services in Puerto Rico and the U.S. Virgin Islands.

#### WorldNet

WorldNet provides competitive local and long-distance voice service, broadband transmission, and high-speed Internet service in Puerto Rico.

### **Statement Regarding Eligibility for Streamlined Processing**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction: (1) Applicants will hold less than ten percent of the interstate, interexchange market; (2) WorldNet will provide services in geographic areas served



by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither LCPR nor WorldNet is dominant with respect to any telecommunications service.

**Identification of All Other Commission Applications Related to Same Transaction**

No other applications have been filed with the Commission regarding the Transaction. As discussed in Section III, the FCC has granted the transfer of control applications associated with the LLA-AT&T Transaction. *See Applications of Liberty Latin America Ltd. and AT&T Inc., For Consent to Transfer of Control of the Licenses, Authorizations and Spectrum Lease Held by AT&T Mobility Puerto Rico Inc. and AT&T Mobility USVI Inc. to Liberty Latin America Ltd., Memorandum Opinion and Order and Declaratory Ruling, WT Docket No. 19-384, DA 20-1270 (rel. Oct. 27, 2020).*

**Statement of Whether Applicants are Requesting Special Consideration Because of Imminent Business Failure**

Not applicable. Neither LCPR nor WorldNet is facing imminent business failure.

**Identification of Separately Filed Waiver Requests Being Sought in Conjunction With Transaction**

Not applicable.

**Statement Showing How Grant of the Application Will Serve the Public Interest, Convenience and Necessity, Including Information That May Be Necessary to Show the Effect of the Proposed Transaction on Competition in Domestic Markets.**

Set forth in Section III above.



## CONCLUSION

For the foregoing reasons, LCPR and WorldNet respectfully request that the Commission promptly grant this Application on a streamlined basis.

Respectfully submitted,

/s/

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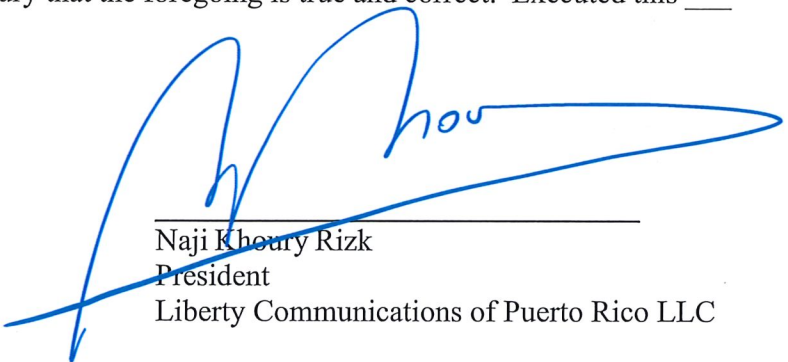
*Counsel for WorldNet*

October 28, 2020

# VERIFICATION

I, Naji Khoury Rizk, state that I am President of Liberty Communications of Puerto Rico LLC ("LCPR"); that I am authorized to make this Verification on Behalf of LCPR; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to LCPR are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this \_\_\_\_ day of October 2020.

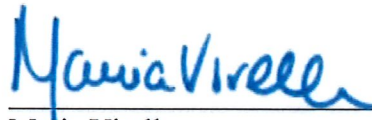


Naji Khoury Rizk  
President  
Liberty Communications of Puerto Rico LLC

# VERIFICATION

I, Maria Virella, state that I am President of WorldNet Telecommunications Inc. ("WorldNet"); that I am authorized to make this Verification on Behalf of WorldNet; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to WorldNet are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of October 2020.



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Maria Virella  
President  
WorldNet Telecommunications Inc.